

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

FILED
May 07 1998 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1998		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
--	---	---

DOCUMENT # P01259 (1)
 1. Corporation Name
INDEPENDENCE LIFE AND ANNUITY COMPANY



Principal Place of Business 235 PROMENADE STREET ATTN: BILL DIXON PROVIDENCE RI 02908	Mailing Address 235 PROMENADE STREET ATTN: BILL DIXON PROVIDENCE RI 02908
---	---

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21 125 High Street Suite, Apt. #, etc. 22 Boston City & State 23 MA Zip 24 02110		2a. Mailing Address 26 125 High Street Suite, Apt. #, etc. 27 Boston City & State 28 MA Zip 29 02110		3. Date Incorporated or Qualified 03/19/1984	
25 Country USA		30 Country USA		4. FEI Number 61-0403075 Applied For <input type="checkbox"/> Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/>		6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>		8. This corporation owes or has paid the current year Intangible Personal Property Tax due June 30. <input type="checkbox"/> Yes <input type="checkbox"/> No	
7. Additional Fee Required \$8.75		9. May Be Added to Fees \$5.00			

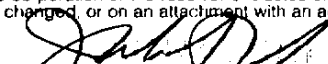
9. Name and Address of Current Registered Agent FLORIDA INSURANCE COMMISSIONER THE CAPITOL TALLAHASSEE FL 32301				10. Name and Address of New Registered Agent	
				81 Name	
				82 Street Address (P.O. Box Number is Not Acceptable)	
				83	
				84 City	
				85 Zip Code	

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPT WHITEHEAD, JEFFERY 11 PURITAN ROAD HINGHAM MA 02043 <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	V/T <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD ROSENTEEL, JOHN 13 GLEN OAKS DR WAYLAND MA 01778 <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S KLOPPER, JAMES J. 27 SHIPWAY PL. CHARLESTOWN MA 12129 <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	V/S <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP WILLIAM L. DIXON 7 FAXON STREET FOXBOROUGH MA 02035 <input checked="" type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	V <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition Bernard M. Koch 9 Cole Drive Medfield, MA 02052
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VD PAUL H. LEFEVRE JR. 32 MOULTON ROAD DUXBURY MA 02332 <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	V <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:  4/22/98 (800) 633-4500

CPRE034 (10/97)